

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

PARTNERS HEALTHCARE SOLUTIONS)	
HOLDINGS, L.P.,)	
)	
Plaintiff,)	
)	C.A. No. 13-1767-RGA
v.)	
)	REDACTED PUBLIC VERISON
UNIVERSAL AMERICAN CORP.,)	
)	
Defendant.)	
)	

**DECLARATION OF LINDA C. GOLDSTEIN IN SUPPORT OF
DEFENDANT UNIVERSAL AMERICAN CORP.'S ANSWERING BRIEF IN
OPPOSITION TO PLAINTIFF'S MOTION TO REMAND ACTION TO STATE COURT**

I, Linda C. Goldstein, declare as follows:

1. I am a partner in the law firm of Dechert LLP, counsel for Universal American Corp. ("Universal") in this action and in *Universal American Corp. v. Partners Healthcare Solutions Holdings, L.P., et al.*, C.A. No. 13-1741-RGA. I have been admitted to practice *pro hac vice* in both matters. This declaration, which is based on personal knowledge, is submitted in opposition to Plaintiff's Motion to Remand Action to State Court.
2. The complaint in this action refers to a letter from Universal that "outlined [Universal]'s 'significant claims' against APSLP and requested a confidential meeting to discuss its investigation and claims." (D.I. 1 at Ex. 1 ¶ 53.)
3. A true and correct copy of that letter, dated March 1, 2013, from Andrew J. Levander of Dechert LLP to Margaret A. Gibson of Kirkland & Ellis LLP is attached as Exhibit 1.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed on December 16, 2013 at New York, New York.


Linda C. Goldstein

EXHIBIT 1

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March 1, 2013

BY EMAIL AND FACSIMILE

Margaret A. Gibson, Esq.
Kirkland & Ellis LLP
300 North LaSalle
Chicago, IL 60654

Re: Acquisition of Partners Healthcare Solutions, Inc. by Universal American Corp. ("UAM")

Dear Ms. Gibson:

We write to request a meeting with GTCR to discuss UAM's significant claims against Partners Healthcare Solutions Holdings, L.P. ("APSLP") and GTCR arising from the acquisition referenced above.

Attached is a notice of UAM's request for indemnification. The notice describes the multitude of breaches of the representations and warranties and covenants made in the Merger Agreement, the Company Disclosure Letter, and the APS Officer's Certificate.

More importantly, UAM was defrauded. Simply stated, had UAM known the true facts that existed at the time of signing and closing, it would not have signed or closed. Among other things, UAM was misled about APS's relationships with its customers, including its largest customer, [REDACTED] UAM was misled about APS's compliance with its contracts and with government regulations. UAM was misled about the nature of APS's ownership rights in its key intellectual property, [REDACTED] UAM was misled about the profits that APS would earn in 2012 from its existing customers and the likelihood that any of the prospects in a wildly exaggerated "pipeline" of new business would result in revenues or profits in 2012.

Our preliminary investigation has already uncovered unequivocal evidence that many of these representations were knowingly false. The sheer number of material misrepresentations, coupled with the significant deterioration in the APS business that purportedly occurred immediately after closing, suggests a deliberate campaign to camouflage the weakness of APS's business so that GTCR could unload APS onto UAM's hands. Under federal securities law, which will govern UAM's claims, GTCR will be liable for APS's misrepresentations as a control person.

Dechert
LLP

Margaret A. Gibson, Esq.
March 1, 2013
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UAM paid more than \$220 million for APS, and the damages suffered by UAM far exceed the indemnification caps in the Merger Agreement. APS is now worth a small fraction of the purchase price as a result of the business lost and the business not gained.

While UAM is fully prepared to file its claims in court, UAM nonetheless believes that rational businesspersons who value their time and reputations ought to attempt to resolve their disputes without resorting to litigation. Please contact me at your earliest convenience so that we may arrange for a confidential meeting with principals in which we will be prepared to provide you with further details regarding our investigation and UAM's claims.

Sincerely,



Andrew J. Levander

Enclosure

cc: David Katz, GTCR
Richard Barasch, UAM
Tony Wolk, Esq. UAM
Linda C. Goldstein, Esq.

CERTIFICATE OF SERVICE

I hereby certify that on December 16, 2013, I caused true and correct copies of the foregoing document to be filed with the Clerk of Court using CM/ECF, which will send notification of such filing to the following, and that a copy of the foregoing document has also been served by electronic mail to the following:

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